

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

NUANCE COMMUNICATIONS INC.,
PHONETIC SYSTEMS LTD.,

Plaintiffs,

V.

TELLME NETWORKS, INC.,

Defendant.

C.A. No. 06-105-SLR

**DECLARATION OF JEFFREY KUNINS
IN SUPPORT OF DEFENDANT TELLME NETWORKS, INC.'S
MOTION TO STAY ACTION PENDING ARBITRATION**

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DECLARATION OF JEFFREY KUNINS

I, Jeffrey Kunins, declare as follows:

1. I am presently employed by defendant Tellme Networks, Inc. ("Tellme") as Vice President of Product Management. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, could and would testify competently to such facts under oath. I make this declaration in support of Tellme's "Motion to Stay Action Pending Arbitration."

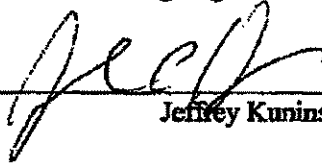
2. I have worked at Tellme in various management positions since February 2000. Prior to joining Tellme, I obtained a Bachelors of Science from Carnegie Mellon University in the field of Information and Decision Systems. I am a named co-inventor on several issued and pending United States Patents.

3. Tellme is the provider of the world's largest voice application network. Millions of customers throughout the United States use Tellme's computer automated voice applications to, for example, use their telephones to obtain customer service, connect to directory assistance listings, or obtain stock prices or sports scores.

4. Tellme and Nuance entered into a license agreement in 1999 whereby Tellme purchased a perpetual license to use Nuance's voice recognition software and other intellectual property. Since Tellme and Nuance entered into the license agreement in 1999, Tellme has used Nuance's voice recognition software in several different "Integrated Systems"—i.e., Tellme voice application products. Specifically, Tellme uses Nuance's voice recognition software in Tellme's voice application products that provide information and content to the public via a software-based telephone interface.

5. Although Tellme's voice application products and services have evolved substantially since 1999, from a technical perspective all of them have used Nuance's voice recognition software in materially the same manner. In other words, Tellme is not using Nuance's voice recognition software in a substantially new or different way today compared with how Tellme was using the software in 1999.

Executed on March 30, 2006, at Mountain View, California. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Jeffrey Kunins

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on March 31, 2006, I caused to be electronically filed Declaration Of Jeffrey Kunins In Support Of Defendant Tellme Networks, Inc.'s Motion To Stay Action Pending Arbitration with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Frederick L. Cottrell
Richards, Layton & Finger


I also certify that copies were caused to be served on March 31, 2006, upon the following in the manner indicated:

BY HAND

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